

RECORDATION NO. 29843 FILED

JUL 22 '11 -4 00 PM

SURFACE TRANSPORTATION BOARD

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July 22, 2011

Chief
Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, S.W.
Washington, D.C. 20423

Dear Section Chief,

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease and Collateral Assignment of Lease, dated as of July 20, 2011, a primary document as defined in the Board's Rules for the Recordation of Documents.

The name and address of the party to the enclosed document are:

Lessor/Assignor: Compass Rail VIII Corporation
750 Battery Street, Suite 430
San Francisco, CA 94111

[Lessee: Woodfuels Virginia LLC
1376 Fredericks Hall Road
Bumpass, VA 23024

Assignee: DVB Bank SE
Platz der Republik 6
Frankfurt Main 60325
Germany]

Section Chief
July 22, 2011
Page 2

A description of the railroad equipment covered by the enclosed document is:

10 covered hopper railcars within the series CMPX 252098 - CMPX 252150 as more particularly set forth in the attachment to the document.

A short summary of the document to appear in the index is:

Memorandum of Lease and Collateral Assignment of Lease

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'Robert W. Alvord', with a stylized flourish at the end.

Robert W. Alvord

RWA/sem
Enclosures

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MEMORANDUM OF LEASE AND
COLLATERAL ASSIGNMENT OF LEASE

Dated as of January 28, 2011

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF LEASE AND COLLATERAL ASSIGNMENT OF LEASE (this "Memorandum") is intended to evidence

(1) the Lease specified on Schedule 1 between Compass Rail VIII Corporation of 750 Battery Street, Suite 430, San Francisco, CA 94111 ("Lessor") and Woodfuels Virginia LLC of 1376 Fredericks Hall Road, Bumpass, VA 23024 ("Lessee") pursuant to which Lessor has leased to Lessee the railcars specified on Schedule 1 hereto (the "Cars"), and

(2) the collateral assignment of the Lease by Lessor to DVB Bank SE, as Agent, Platz der Republik 6, Frankfurt Main 60325, Germany.

This Memorandum is executed for the purpose of satisfying the requirements of recordation with the United States Department of Transportation Surface Transportation Board ("STB") under 49 U.S.C. Section 11301 and with the Registrar General of Canada under applicable law

IN WITNESS WHEREOF, the undersigned, as Lessor under the Lease and Assignor has caused this Memorandum to be executed all as of the date first above written, and the undersigned hereby declare pursuant to 28 U.S.C. Section 1746 under penalty of perjury that the foregoing is a true and correct document and was executed on the date indicated below their signatures

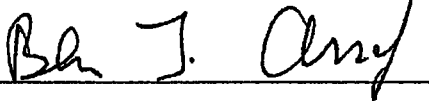
LESSOR.
COMPASS RAIL VIII CORPORATION

By Ben J. Assaf
Title Executive Vice President

I, Ben J. Assaf, certify that I am the Executive Vice President of COMPASS RAIL VIII CORPORATION, that this Memorandum of Lease and Collateral Assignment of Lease was signed on behalf of the Lessor with due authorization and that the execution of this instrument was the free act and deed of the Lessor. I further certify under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

Executed on July 20, 2011

Signature



**Schedule 1 to
Memorandum of Lease and Collateral Assignment of Lease**

The Lease.

- Master Railcar Lease Agreement dated as of January 28, 2011
- Rider No. 1 dated as of January 28, 2011

The Cars

Ten (10) 4750 cfc, 100 ton, covered hopper cars equipped with trough hatches and three 24" X 30" gravity outlet gates with the following marks

<u>Mark</u>	<u>Number</u>
CMPX	252098
CMPX	252102
CMPX	252103
CMPX	252109
CMPX	252111
CMPX	252112
CMPX	252114
CMPX	252137
CMPX	252140
CMPX	252150

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: 7/22/11



Robert W. Alvord